

LOCKE LORD LLP
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Thomas J. Cunningham
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Ordinary Course Professionals

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> , ¹)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**FIRST QUARTERLY FEE APPLICATION OF LOCKE LORD LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MAY 14, 2012 THROUGH AUGUST 31, 2012 AS COUNSEL
RETAINED BY DEBTORS IN THE ORDINARY COURSE OF BUSINESS**

Name of Applicant:	<u>Locke Lord LLP (“Locke Lord”)</u>
Authorized to Provide Professional Services to:	<u>Residential Capital, LLC and its related debtors (collectively, the “Debtors”)</u>
Date of Retention:	<u>nunc pro tunc to May 14, 2012</u>
Period for Which Compensation and Reimbursement is Sought:	<u>May 14, 2012 through August 31, 2012 (the “Compensation Period”)</u>
Amount of Compensation Sought as Actual, Reasonable and Necessary:	<u>\$261,177.78 [\$460,147.40 Less \$198,970.32 previously paid at approximately \$50,000 per month for May, June, July & August, 2012 as permitted by the OCP Order, as defined below]</u>
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	<u>\$2,628.99</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6]. As used herein, the term “Debtors” includes any such entities.

This is the first **quarterly** fee application filed by Locke Lord in these cases. A summary of the Monthly Fee Statements submitted by Locke Lord during the Compensation Period is as follows:

Date Submitted	Period Covered	Requested Fees	Requested Expenses	Amount of Fees Authorized to be Paid ²	Amount of Expenses Authorized to be Paid	20% Fee Holdback
9/20/12	5/14/2012 - 5/31/2012	\$41,909.99	\$856.05	\$33,527.43	\$856.05	\$8,381.86
10/2/2012	6/1/2012 - 6/30/2012	\$73,345.99	\$531.07	\$58,676.79	\$531.07	\$14,669.20
10/2/2012	7/1/2012 - 7/31/2012	\$111,661.76	\$301.35	\$89,329.41	\$301.35	\$22,332.35
10/17/2012	8/1/2012 - 8/31/2012	\$34,260.04	\$940.52	\$27,408.03	\$940.52	\$6,852.01
Interim Totals	5/14/2012 - 8/31/2012	\$261,177.78	\$2,628.99	\$208,491.66	\$52,235.41	\$52,235.42

The Locke Lord professionals rendering services in these cases during this Compensation Period were:

Name of Professional	Position	Bar Adm Date	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brisette, Jennifer	Associate	2004	Litigation	343.00	.1	\$ 34.30
Bryant, W. Steven	Partner	2000	Litigation	412.00	6.7	\$2,760.40
Castaneda, Kirsten	Sr Counsel	1994	Litigation	448.00	14.2	\$6,361.60
Chambers, Stephanie	Associate	2008	Litigation	370.00	1.7	\$ 629.00
Collins, Johnathan E.	Associate	2006	Litigation	312.00	22.7	\$7,082.40
Connop, Thomas	Partner	1979	Litigation	600.00	1.0	\$ 600.00
Cunningham, Thomas J.	Partner	1993	Litigation	585.00	299.7	\$175,324.50
Davis, Matthew H.	Associate	2009	Litigation	236.00	1.7	\$ 401.20
Delrahim, Shiva S.	Associate	2003	Litigation	380.00	58.4	\$22,192.00
Eggerding, Matthew	Associate	2006	Litigation	320.00	.9	\$ 288.00
Fang, Amy	Associate	2012	Litigation	212.00	15.9	\$3,370.80

² Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 797] (the “Interim Compensation Procedures Order”), if no Objection to a Monthly Fee Statement is submitted prior to the Objection Deadline, the Debtors must properly pay 80% of the fees and 100% of the expenses requested therein. As of this filing, the Objection Deadlines have not expired for the June, July, or August Monthly Fee Statements.

Name of Professional	Position	Bar Adm Date	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Foster, B. David	Partner	2001	Litigation	392.00	1.4	\$ 548.80
Froehlich, Joseph N.	Partner	1996	Litigation	540.00	3.3	\$1,782.00
Goodin, J. Matthew	Partner	2001	Litigation	458.00	134.1	\$61,417.80
Harris, Katherine H.	Associate	2003	Litigation	320.00	.5	\$ 160.00
Jurmu, Tracie	Paralegal	N/A	Litigation	238.00	1.8	\$ 428.40
Kinney, Jennifer L.	Associate	2006	Litigation	312.00	26.3	\$8,205.60
Knuckey, Ashlee M.	Associate	2009	Litigation	232.00	.6	\$ 139.20
Lafontaine, Monique	Partner	1996	Litigation	320.00	.6	\$ 192.00
Maye, Sherina E.	Associate	2008	Litigation	276.00	58.6	\$16,173.60
McClendon, Regina J.	Sr Counsel	1996	Litigation	528.00	31.7	\$16,737.60
Mimms, Sally	Associate	2006	Litigation	317.00	.6	\$ 190.20
Perdew, P. Russell	Partner	1999	Litigation	484.00	4.4	\$2,129.60
Raynor, Brian A.	Associate	2009	Litigation	264.00	53.3	\$14,071.20
Richards, P. Nelsene	Paralegal	N/A	Litigation	216.00	3.5	\$ 756.00
Rudinger, John Jr.	Associate	2009	Litigation	224.00	8.1	\$1,814.40
Sanders, Jason L.	Partner	2002	Litigation	374.00	45.2	\$16,904.80
Sargent, Douglas R.	Associate	2006	Litigation	317.00	14.2	\$4,501.40
Shetty, Chethan	Associate	2009	Litigation	255.00	91.6	\$23,358.00
Solitto, Daniel A.	Associate	2005	Litigation	376.00	13.6	\$5,113.60
Standa, David F.	Associate	2009	Litigation	264.00	70.8	\$18,691.20
Till, Tiffany B.	Paralegal	N/A	Litigation	238.00	27.6	\$6,568.80
Webb, Julia C.	Associate	2007	Litigation	295.00	120.8	\$35,636.00
Weiner, Kenneth	Partner	2000	Real Estate	396.00	1.1	\$ 435.60
Wisniewski, Kevin A.	Associate	2007	Litigation	295.00	16.5	\$4,867.50
Wolber, Kurt	Associate	2008	Litigation	244.00	12.5	\$3,050.00
Yoxall, Thomas	Partner	1992	Litigation	488.00	1.8	\$ 878.40
Total					1167.5	\$463,795.90 ³
				Blended Rate		\$396.35

³³ Due to an ongoing accounting reconciliation, this amount is approximately \$3,000 greater than the amount that Locke Lord LLP Lord is requesting in this Application.

SUMMARY OF REQUESTED COMPENSATION BY CASE⁴

**INVOICES PAID OUT OF RETAINER PURSUANT TO \$50,000 MONTHLY OCP
LIMIT**

Case Name/LL File No.	Total Hours	Total Fees	Total Costs	Total Requested
1000304-00161, Franklin, 8/2012	8.6	3,757.90	0.00	\$0.00
1000304-00174, Nora, 5/2012	1.8	1,053.00	0.00	\$0.00
1000304-00174, Nora, 6/2012	.2	117.00	0.00	\$0.00
1000304-00174, Nora, 7/2012	1.8	1,053.00	0.00	\$0.00
1000304-00177, Murray County, 5/2012	1.4	819.00	0.00	\$0.00
1000304-00178, Tiffany Smith, 5/2012	2.9	1,493.30	0.00	\$0.00
1000304-00178, Tiffany Smith, 6/2012	.3	150.10	0.00	\$0.00
1000304-00178, Tiffany Smith, 7/2012	1.5	725.10	0.00	\$0.00
1000304-00179, Gardner, 5/2012	2.9	1,493.30	28.99	\$0.00
1000304-00179, Gardner, 6/2012	.4	208.60	0.00	\$0.00
1000304-00179, Gardner, 7/2012	1.5	725.10	0.00	\$0.00
1000304-00180, Pogolian, 5/2012	2.5	1,245.90	7.50	\$0.00
1000304-00180, Pogolian, 6/2012	6.9	2,755.80	0.00	\$0.00
1000304-00180, Pogolian, 7/2012	4.0	1,504.00	0.00	\$0.00
1000304-00180, Pogolian, 8/2012	4.1	1,771.50	0.00	\$0.00
1000304-00183, Aguilar, 5/2012	3.9	1,718.70	0.00	\$0.00
1000304-00183, Aguilar, 6/2012	.3	175.50	0.00	\$0.00
1000304-00183, Aguilar, 8/2012	.1	31.70	0.00	\$0.00
1000304-00184, Bates (Indiana), 5/2012	.5	292.50	0.00	\$0.00
1000304-00184, Bates (Indiana), 6/2012	.5	292.50	0.00	\$0.00
1000304-00184, Bates (Indiana), 7/2012	.2	117.00	0.00	\$0.00
1000304-00184, Bates (Indiana), 8/2012	2.6	663.00	0.00	\$0.00
1000304-00185, Sigler, 5/2012	.7	409.50	0.00	\$0.00
1000304-00185, Sigler, 6/2012	4.5	1,908.90	0.00	\$0.00
1000304-00185, Sigler, 7/2012	9.6	3,600.90	0.00	\$0.00
1000304-00185, Sigler, 8/2012	5.6	2,070.00	0.00	\$0.00
1000304-00187, Hall, 5/2012	8.7	2,972.50	11.66	\$0.00

⁴ Invoices setting forth the detailed time spent on each matter are attached to this Fee Petition as Exhibit B. Each invoice sets forth detailed information about the work performed and results obtained, including detailed time entries by timekeeper, hours billed and rates by timekeeper and by task code.

Case Name/LL File No.	Total Hours	Total Fees	Total Costs	Total Requested
1000304-00187, Hall, 6/2012	3.4	1,612.00	11.66	\$0.00
1000304-00187, Hall, 7/2012	8.2	2,651.00	0.00	\$0.00
1000304-00187, Hall, 8/2012	1.9	705.50	0.00	\$0.00
1000304-00188, 4836 W Superior (Fort), 5/2012	4.8	1,648.00	0.00	\$0.00
1000304-00188, 4836 W Superior (Fort), 7/2012	35.5	13,812.30	10.34	\$0.00
1000304-00188, 4836 W Superior (Fort), 8/2012	28.5	9,652.50	0.00	\$0.00
1000304-00190, Douglass, 5/2012	.6	309.90	0.00	\$0.00
1000304-00190, Douglass, 6/2012	2.3	1,235.90	0.00	\$0.00
1000304-00190, Douglass, 7/2012	2.8	1,514.70	0.00	\$0.00
1000304-00192, Abucay, 5/2012	1.2	636.90	0.00	\$0.00
1000304-00192, Abucay, 6/2012	1.3	662.30	0.00	\$0.00
1000304-00192, Abucay, 7/2012	2.2	1,124.00	0.00	\$0.00
1000304-00192, Abucay, 8/2012	1.6	656.40	0.00	\$0.00
1000304-00194, Geauga County OH (Joyce), 5/2012	2.0	1,159.90	0.00	\$0.00
1000304-00194, Geauga County OH (Joyce), 6/2012	.1	58.50	0.00	\$0.00
1000304-00194, Geauga County OH (Joyce), 7/2012	.4	95.20	0.00	\$0.00
1000304-00195, NCUA (California), 5/2012	4.3	2,080.40	0.00	\$0.00
1000304-00195, NCUA (California), 6/2012	3.3	1,641.80	0.00	\$0.00
1000304-00195, NCUA (California), 7/2012	.1	58.50	0.00	\$0.00
1000304-00195, NCUA (California), 8/2012	.8	404.50	0.00	\$0.00
1000304-00196, NCUA (Kansas), 5/2012	4.1	1,912.60	0.00	\$0.00
1000304-00196, NCUA (Kansas), 6/2012	3.1	1,559.50	0.00	\$0.00
1000304-00196, NCUA (Kansas), 7/2012	2.6	1,368.60	0.00	\$0.00
1000304-00196, NCUA (Kansas), 8/2012	2.1	1,126.90	0.00	\$0.00
1000304-00197, Bates (Hawaii), 5/2012	.5	292.50	0.00	\$0.00
1000304-00197, Bates (Hawaii), 7/2012	.2	117.00	0.00	\$0.00
1000304-00198, Barnes, 5/2012	.8	253.60	0.00	\$0.00
1000304-00198, Barnes, 7/2012	.2	59.00	0.00	\$0.00
1000304-00199, Cleveland County OK, 5/2012	.5	292.50	0.00	\$0.00
1000304-00202, Dade, 5/2012	4.5	2,430.00	0.00	\$0.00
1000304-00202, Dade, 6/2012	5.4	2,693.20	0.00	\$0.00
1000304-00202, Dade, 8/2012	8.0	3,762.10	0.00	\$0.00
1000304-00203, Bates (DC), 6/2012	.2	117.00	0.00	\$0.00
1000304-00209, Brown County (Little), 5/2012	2.2	1,136.30	0.00	\$0.00

Case Name/LL File No.	Total Hours	Total Fees	Total Costs	Total Requested
1000304-00209, Brown County (Little), 6/2012	.1	58.50	0.00	\$0.00
1000304-00211, Kral, 5/2012	3.6	1,780.90	0.00	\$0.00
1000304-00211, Kral, 6/2012	30.0	12,396.60	11.56	\$0.00
1000304-00212, Vasquez, 5/2012	4.6	1,694.50	0.00	\$0.00
1000304-00212, Vasquez, 7/2012	7.8	2,606.80	0.00	\$0.00
1000304-00212, Vasquez, 8/2012	9.1	3,432.30	0.00	\$0.00
1000304-00213, FHLB Indianapolis, 5/2012	5.1	2,456.10	11.79	\$0.00
1000304-00213, FHLB Indianapolis, 6/2012	11.5	5,404.60	8.37	\$0.00
1000304-00213, FHLB Indianapolis, 7/2012	8.5	4,489.90	0.00	\$0.00
1000304-00213, FHLB Indianapolis, 8/2012	5.4	3,120.90	0.00	\$0.00
1000304-00214, Jefferson, 5/2012	3.1	1,174.40	0.00	\$0.00
1000304-00214, Jefferson, 7/2012	3.5	1,419.90	0.00	\$0.00
1000304-00214, Jefferson, 8/2012	7.0	2,254.70	0.00	\$0.00
1000304-00215, Matisi, 5/2012	2.0	691.00	0.00	\$0.00
1000304-00215, Matisi, 7/2012	.3	175.50	0.00	\$0.00
1000304-00217, Chas Schwab, 6/2012	28.5	11,952.10	0.00	\$0.00
1000304-00217, Chas Schwab, 7/2012	11.7	5,852.20	0.00	\$0.00
1000304-00217, Chas Schwab, 8/2012	3.7	1,948.60	0.00	\$0.00
1000304-00218, Michel, 5/2012	4.8	1,895.30	669.68	\$0.00
1000304-00218, Michel, 6/2012	.3	175.50	0.00	\$0.00
1000304-00219, FHLB Boston, 5/2012	5.7	2,674.80	0.00	\$0.00
1000304-00219, FHLB Boston, 6/2012	5.6	2,831.50	0.00	\$0.00
1000304-00219, FHLB Boston, 7/2012	4.5	2,340.40	0.00	\$0.00
1000304-00219, FHLB Boston, 8/2012	.1	58.50	0.00	\$0.00
1000304-00220, FHLB Chicago, 5/2012	11.0	5,445.80	70.00	\$0.00
1000304-00220, FHLB Chicago, 6/2012	13.0	6,233.40	20.00	\$0.00
1000304-00222, Plymouth County (Raymond), 5/2012	2.0	948.60	0.00	\$0.00
1000304-00222, Plymouth County (Raymond), 6/2012	.3	175.50	0.00	\$0.00
1000304-00223, Bates (Virginia), 5/2012	.6	316.30	0.00	\$0.00
1000304-00224, Bates (New Jersey), 5/2012	.6	316.30	0.00	\$0.00
1000304-00224, Bates (New Jersey), 7/2012	.3	175.50	0.00	\$0.00
1000304-00224, Bates (New Jersey), 8/2012	1.8	972.00	0.00	\$0.00
1000304-00225, Clarke, 5/2012	.6	273.80	0.00	\$0.00
1000304-00226, Gonzalez, 7/2012	.3	175.50	0.00	\$0.00

Case Name/LL File No.	Total Hours	Total Fees	Total Costs	Total Requested
1000304-00227, Junker, 8/2012	.2	117.00	0.00	\$0.00
1000304-00229, Scott, 5/2012	.5	250.30	0.00	\$0.00
1000304-00229, Scott, 7/2012	1.8	853.20	0.00	\$0.00
1000304-00229, Scott, 8/2012	.7	263.40	0.00	\$0.00
1000304-00230, Massachusetts Recording Fee, 5/2012	2.2	1,136.20	0.00	\$0.00
1000304-00230, Massachusetts Recording Fee, 6/2012	1.0	585.00	0.00	\$0.00
1000304-00232, Dumas, 5/2012	.9	471.50	0.00	\$0.00
1000304-00232, Dumas, 6/2012	1.2	702.00	0.00	\$0.00
1000304-00232, Dumas, 7/2012	2.5	1,427.80	0.00	\$0.00
1000304-00232, Dumas, 8/2012	.3	175.50	0.00	\$0.00
1000304-00234, Louisiana Parishes Recording Fee, 5/2012	.6	316.30	0.00	\$0.00
1000304-00234, Louisiana Parishes Recording Fee, 6/2012	.9	268.50	0.00	\$0.00
1000304-00235, 7946 S Parnell (Jones), 5/2012	.2	117.00	0.00	\$0.00
1000304-00235, 7946 S Parnell (Jones), 8/2012	1.2	381.00	0.00	\$0.00
1000304-00236, Jackson County MO, 5/2012	1.0	530.10	0.00	\$0.00
1000304-00236, Jackson County MO, 6/2012	1.4	677.60	0.00	\$0.00
1000304-00236, Jackson County MO, 7/2012	.2	96.80	0.00	\$0.00
1000304-00238, Green Planet, 5/2012	3.7	1,518.60	0.00	\$0.00
1000304-00238, Green Planet, 6/2012	1.0	521.50	152.00	\$0.00
1000304-00238, Green Planet, 7/2012	.7	346.00	0.00	\$0.00
1000304-00239, Union County IL, 5/2012	1.4	743.90	20.59	\$0.00
1000304-00240, Taylor, 5/2012	1.4	502.80	0.00	\$0.00
1000304-00244, Jahromi, 8/2012	.1	45.80	0.00	\$0.00
1000304-00250, Cary White, 6/2012	5.3	3,100.50	0.00	\$0.00
1000304-00250, Cary White, 7/2012	1.3	760.50	0.00	\$0.00
1003241-00019, Patterson, 5/2012	.5	229.00	0.00	\$0.00
		196,022.30	1,034.14	

INVOICES NOT PAID—APPROVAL BEING REQUESTED OF COURT

Case Name/LL File No.	Total Hours	Total Fees	Total Costs	Total Requested
1000304-00188, 4836 W Superior (Fort), 6/2012	16.3	5,865.50	0.00	5,865.50

Case Name/LL File No.	Total Hours	Total Fees	Total Costs	Total Requested
1000304-00198, Barnes, 6/2012	11.7	4,124.70	7.81	4,132.51
1000304-00203, Bates (DC), 5/2012	1.4	580.50	15.34	595.84
1000304-00211, Kral, 6/2012	44.8	20,867.20	249.45	21,116.65
1000304-00211, Kral, 7/2012	27.3	11,500.50	8.19	11,508.69
1000304-00212, Vasquez, 6/2012	4.4	2,191.80	0.00	2,291.80
1000304-00214, Jefferson, 6/2012	3.8	1,732.80	0.00	1,732.80
1000304-00215, Matisi, 6/2012	3.7	1,794.70	0.00	1,794.70
1000304-00217, Chas Schwab, 5/2012	85.4	30,396.10	0.00	30,396.10
1000304-00218, Michel, 6/2012	4.1	2,144.10	0.00	2,144.10
1000304-00221, Hoffman, 5/2012	.7	381.00	0.00	381.00
1000304-00225, Clarke, 6/2012	4.6	1,904.70	0.00	1,904.70
1000304-00226, Gonzalez, 6/2012	2.0	1,097.80	0.00	1,097.80
1000304-00226, Gonzalez, 8/2012	4.8	1,391.90	0.00	1,391.90
1000304-00227, Junker, 5/2012	5.7	1,665.30	0.00	1,665.30
1000304-00227, Junker, 6/2012	14.70	5,453.70	8.37	5,462.07
1000304-00227, Junker, 7/2012	5.2	1,854.30	0.00	1,854.30
1000304-00229, Scott, 6/2012	1.9	1,002.30	0.00	1,002.30
1000304-00233, Brown, 5/2012	4.7	1,521.60	0.00	1,521.60
1000304-00233, Brown, 6/2012	2.2	868.80	12.18	880.98
1000304-00233, Brown, 8/2012	2.4	802.00	0.00	802.00
1000304-00237, Saucedo, 5/2012	2.6	957.60	20.50	978.10
1000304-00237, Saucedo, 6/2012	3.0	1,391.40	0.00	1,391.40
1000304-00238, Green Planet, 8/2012	.2	91.60	0.00	91.60
1000304-00240, Taylor, 6/2012	.5	292.50	0.00	292.50
1000304-00240, Taylor, 7/2012	.2	91.60	0.00	91.60
1000304-00242, Talford, 5/2012	3.0	1,143.40	0.00	1,143.40
1000304-00242, Talford, 6/2012	2.6	1,394.40	0.00	1,394.40
1000304-00242, Talford, 7/2012	9.8	2,809.70	116.39	2,926.09
1000304-00242, Talford, 7/2012	12.1	3,952.10	350.00	4,3023.10
1000304-00244, Jahromi, 5/2012	1.3	668.50	0.00	668.50
1000304-00244, Jahromi, 6/2012	.5	292.50	0.00	292.50
1000304-00246, Hairston, 5/2012	5.7	2,814.10	0.00	2,814.10
1000304-00246, Hairston, 6/2012	4.5	2,013.90	25.60	2,039.50
1000304-00247, Hernandez, 5/2012	3.1	1,136.80	0.00	1,136.80

Case Name/LL File No.	Total Hours	Total Fees	Total Costs	Total Requested
1000304-00247, Hernandez, 6/2012	31.0	10,346.00	16.00	10,362.00
1000304-00247, Hernandez, 7/2012	.3	175.50	0.00	175.50
1000304-00247, Hernandez, 8/2012	2.1	747.00	0.00	747.00
1000304-00248, Walker, 5/2012	1.9	1,111.50	0.00	1,111.50
1000304-00248, Walker, 6/2012	11.5	4,079.00	0.00	4,079.00
1000304-00248, Walker, 7/2012	15.2	6,099.60	269.47	6,369.07
1000304-00248, Walker, 8/2012	4.5	2,533.50	8.04	2,541.54
1000304-00249, St. Clair County IL Recording Fee, 5/2012	.6	320.70	0.00	320.70
1000304-00249, St. Clair County IL Recording Fee, 8/2012	1.5	414.00	146.00	560.00
1000304-00250, Cary White, 8/2012	.4	234.00	0.00	234.00
1000304-00251, Rubin, 6/2012	12.2	4724.50	9.65	4,734.15
1000304-00251, Rubino, 7/2012	42.9	16,320.90	0.00	16,320.90
1000304-00251, Rubino, 8/2012	4.5	1,736.40	14.01	1,750.41
1000304-00252, Regan, 6/2012	6.5	2,726.1	9.98	2,736.08
1000304-00252, Regan, 7/2012	41.7	11,656.50	0.00	11,656.50
1000304-00252, Regan, 8/2012	5.0	1,440.00	9.59	1,449.59
1000304-00253, Garcia, 7/2012	19.5	6,147.50	0.00	6,147.50
1000304-00253, Garcia, 8/2012	1.0	320.40	0.00	320.40
1000304-00254, Hodge, 7/2012	47.7	17,474.90	0.00	17,474.90
1000304-00254, Hodge, 8/2012	7.9	3,650.90	0.00	3,650.90
1000304-00255, Green, 7/2012	30.9	10,692.00	0.00	10,692.00
1000304-00255, Green, 8/2012	4.7	1,481.90	0.00	1,481.90
1000304-00256, 1323 S Millard (D. Williamson), 7/2012	21.8	8,457.90	6.96	8,464.86
1000304-00256, 1323 S Millard (D. Williamson), 8/2012	1.6	677.40	0.00	677.40
1000304-00257, 1747 N Linder (Hunt), 7/2012	14.8	5,271.70	0.00	5,271.70
1000304-00257, 1747 N Linder (Hunt), 8/2012	12.8	3,970.60	0.00	3,970.60
1000304-00258, 4315 W Van Buren (Allen), 7/2012	6.7	2,679.20	0.00	2,679.20
1000304-00258, 4315 W Van Buren (Allen), 8/2012	2.4	940.00	190.82	1,130.82
1000304-00259, 4717 S Bishop (Andino), 7/2012	5.9	2,315.30	0.00	2,315.30
1000304-00259, 4717 S Bishop (Andino), 8/2012	4.7	1,798.70	176.00	1,974.70
1000304-00260, 4935 W Hubbard (C. Williamson), 7/2012	12.5	4,427.10	0.00	4,427.10
1000304-00260, 4935 W Hubbard (C. Williamson), 8/2012	6.6	2,441.50	0.00	2,441.50
1000304-00261, Phillips, 7/2012	.6	337.30	0.00	337.30
1000304-00261, Phillips, 8/2012	1.4	709.40	0.00	709.40

Case Name/LL File No.	Total Hours	Total Fees	Total Costs	Total Requested
1000304-00262, 953 N Drake (Guardiola), 8/2012	4.6	1,422.20	11.50	1,433.70
1000304-00263, 5936-48 S MLK Drive (Jackson), 8/2012	4.9	1,823.50	14.00	1,837.50
1000304-00264, 5936-48 S MLK Drive (Sergenton), 8/2012	4.2	1,692.60	9.00	1,701.60
	699.9	261,588.60	1,704.85	302,114.45

EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER (if applicable)	TOTAL EXPENSES
Court Fees		2,033.65
Federal Express overnight mail		100.37
Messenger Services		604.97
Total:		2,738.99 ⁵

⁵ Due to an ongoing accounting reconciliation, this amount is approximately \$100 greater than what Locke Lord is requesting in this Application.

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Thomas J. Cunningham
J. Matthew Goodin

ORDINARY COURSE PROFESSIONALS

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

)
) Chapter 11
)

RESIDENTIAL CAPITAL, LLC, <i>et al.</i> , ⁶)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**FIRST QUARTERLY FEE APPLICATION OF LOCKE LORD LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MAY 14, 2012 THROUGH AUGUST 31, 2012 AS COUNSEL
RETAINED BY DEBTORS IN THE ORDINARY COURSE OF BUSINESS**

Locke Lord LLP (“Locke Lord”), as counsel retained by the Debtors in the ordinary course of business, hereby submits its first monthly fee application (the “Application”), which seeks compensation for services performed and reimbursement for expenses incurred by Locke Lord on behalf of the Debtors for the period from May 14, 2012 through August 31, 2012 (the “Compensation Period”). By this Application, and pursuant to sections 330 and 331 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), standing General Order M-389, and Order Under Bankruptcy Code Section 105(a), 327, and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business Nunc Pro Tunc to the Petition Date [Docket No. 799] (the “OCP Order”) Locke Lord seeks (i) compensation in the amount of **\$261,177.78**⁷ for the reasonable and necessary legal services Locke Lord rendered to Debtors during the Compensation Period, and (ii) reimbursement for the actual and necessary expenses that Locke Lord incurred in the amount of **\$2,738.99** during the Compensation Period. In support hereof, Locke Lord respectfully states:

⁶ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6]. As used herein, the term “Debtors” includes any such entities.

⁷ Locke Lord’s fees during the Compensation Period totaled \$460,147.40. Pursuant to the OCP Order, the Debtors have the authority to pay Locke Lord \$200,000 (\$50,000 per month) of this amount without Court approval. This Application seeks court approval and allowance of the balance Locke Lord’s fees that have not been paid pursuant to the OCP Order.

I.
JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B). Venue of this these cases and this Application is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. This Application has been prepared by Locke Lord in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the OCP Order. Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as Exhibit A.

3. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code. The relief requested herein is also appropriate under the entered by the Court in the above-captioned cases.

II.
BACKGROUND

4. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the “Court”) commencing the above-captioned chapter 11 cases.

5. The Debtors have continued in possession of their respective properties and have continued to operate and maintain their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No trustee has been appointed in these cases. No party has filed a disclosure statement or a plan. On May 16, 2012, the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors (the “Committee”).

7. The Court entered the OCP Order on July 27, 2012. The OCP Order authorized the Debtors’ retention of Locke Lord (among other professionals; each, an “OCP”), in the ordinary course of business *nunc pro tunc* to the Petition Date, subject to Locke Lord’s compliance with the OCP Procedures (as defined and outlined in the OCP Order). *See OCP Order*, ¶ 2.

8. On August 7, 2012, pursuant to paragraph 3(b) of the OCP Order, the Debtors filed the Affidavit of Disinterestedness sworn to by Thomas J. Cunningham, a partner of Locke Lord, on July 25, 2012 (the “Cunningham Affidavit”), along with the accompanying Retention Questionnaire. Pursuant to the Cunningham Affidavit, the Debtors sought to retain Locke Lord as an ordinary course professional under the OCP Order to provide legal services to the Debtors in a number of cases, including the cases listed in the preceding summary and in the invoices attached to this Application as Exhibit B. Because no objections to the employment of Locke Lord as an ordinary course professional were filed, under the OCP Order, the retention of Locke Lord was deemed approved on May 14, 2012.

9. Pursuant to paragraph 3(c) of the OCP Order, the Debtors may pay Locke Lord without prior application to the Court 100% of its fees and disbursements incurred, upon submission to, and approval by, the Debtors of invoices setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred up to \$50,000 per month (the “OCP Monthly Limit”). To date, the Debtors have paid Locke Lord the following amounts: (i)

May 2012 (\$49,954.01); (ii) June 2012 (\$49,805.21); (iii) July 2012 (\$49,431.24); and (iv) August 2012 (\$49,779.86).

10. Paragraph 3(c) of the OCP Order also provides that if an ordinary course professional's monthly invoices exceed the OCP Monthly Limit, then payments to such ordinary course professional for any such excess amounts shall be subject to the prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, as well as the applicable provisions of the Bankruptcy Rules and the Local Rules.

III. **LOCKE LORD SERVICES DURING COMPENSATION PERIOD**

11. The OCP Procedures require an OCP to file a quarterly fee application for approval of fees in any month in which the OCP seeks fees and expenses in an amount greater than \$50,000. *OCP Order*, ¶ 3(c). During the Compensation Period, Locke Lord continuously rendered services on behalf of the Debtors totaling 1167.5 hours of professional time, for an average hourly rate of approximately **\$396.35** for legal services rendered to the Debtors in numerous litigation matters pending around the nation. The total sum due to Locke Lord for professional services rendered on behalf of the Debtors during the Compensation Period is \$460,147.40. By this Application, Locke Lord is seeking Court approval and allowance of \$261,177.78 of this total.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable considering: (a) the complexity of the underlying matters for which Locke Lord provides legal services; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code. *See, e.g., In re Borders Group, Inc.*, 456 B.R. 195, 211 (Bankr. S.D.N.Y. 2011); *In re Mesa Air Group, Inc.*, 449 B.R.

441, 444 (Bankr. S.D.N.Y. 2011); *In re Moss*, 320 B.R. 143, 156-57 (Bankr. E.D. Mich. 2005);
In re Ray, 314 B.R. 643, 662-63 (Bankr. M.D. Tenn. 2004).

13. These amounts were generated in the course of Locke Lord's representation of the Debtors in various capacities, including: (i) litigation counsel for national class actions relating to contested foreclosures; (ii) counsel for mortgage servicing litigation and related compliance advice; and (iii) counsel for the coordination of responses to governmental inquiries and investigations. Attached hereto as Exhibit B is Locke Lord's full and detailed statement for the Compensation Period setting forth: (a) a schedule listing the open matters in which Locke Lord provided the Debtors with legal services, as well as the fees generated and the expenses incurred by Locke Lord with respect to each matter; and (b) a detailed description of the services rendered by each Locke Lord attorney, stating the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Due to privilege and confidentiality, certain time entries have been redacted. The Debtors were provided with an unredacted copy of each invoice.

IV.
ACTUAL AND NECESSARY EXPENSES INCURRED BY LOCKE LORD

14. Locke Lord customarily charges its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. Locke Lord charges its clients only the amount actually incurred by it in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, airfare, meals and lodging. In accordance with standing General Order M-389, all copying charges are billed at no more than \$0.20 per page.

15. Locke Lord expended costs on behalf of the Debtors during the Compensation Period in the sum of **\$2,628.99**. A detailed itemization and description of the disbursements made by Locke Lord on the Debtors' behalf during the Compensation Period is attached hereto as Exhibit B.

V.
REPRESENTATIONS AND CERTIFICATIONS

16. Although every effort has been made to include all fees and expenses incurred during the Compensation Period, some fees and expenses might not be included in this Application due to delays caused by accounting during the Compensation Period. Locke Lord reserves the right to make further application to this Court for allowance of such fees and expenses not contained herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, standing General Order M-389, and the OCP Order.

17. Pursuant to standing General Order M-389, the undersigned hereby attests that:

(a) he has read the Application; (b) to the best of his knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought herein fall within the Amended Guidelines provided by standing General Order M-389, as well as the guidelines promulgated by the United States Trustee, except as specifically noted in the certification and described in the Application; (c) the fees and expenses sought herein are billed at rates and in accordance with practices customarily employed by Locke Lord and generally accepted by the Locke Lord's clients; and (d) Locke Lord does not make a profit on any of the expenses for which it seeks reimbursement herein.

WHEREFORE, Locke Lord hereby requests the entry of an order substantially in the form attached hereto as Exhibit C allowing compensation in the amount of \$261,177.78 for the

professional services rendered and the sum of \$2,628.99 for reimbursement of actual and necessary costs expended for the Debtors for the period from May 14, 2012 through August 31, 2012.

Dated: October 19, 2012
New York, New York

/s/ Thomas J. Cunningham

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